

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

DELAWARE COUNTY EMPLOYEES
RETIREMENT SYSTEM and BUCKS
COUNTY EMPLOYEES' RETIREMENT
SYSTEM, Individually and on Behalf of All
Others Similarly Situated,

Plaintiffs,

vs.

ADAPTHEALTH CORP. f/k/a DFB
HEALTHCARE ACQUISITIONS CORP.,
LUKE MCGEE, STEPHEN P. GRIGGS, and
JASON CLEMENS, FRANK J. MULLEN,
RICHARD BARASCH, JOSHUA PARNES,
ALAN QUASHA, TERENCE CONNORS,
DR. SUSAN WEAVER, DALE WOLF,
BRADLEY COPPENS, and DAVID S.
WILLIAMS III,

Defendants.

) Civ. Action No. 2:21-cv-03382-HB

) CLASS ACTION

) DECLARATION OF DOUGLAS R.
) BRITTON IN SUPPORT OF PLAINTIFFS'
) (1) OPPOSITION TO DEFENDANTS'
) REQUEST FOR JUDICIAL NOTICE; AND
) (2) OPPOSITION TO DEFENDANTS'
) MOTION TO DISMISS THE
) CONSOLIDATED CLASS ACTION
) COMPLAINT

) ELECTRONICALLY FILED

I, DOUGLAS R. BRITTON, declare as follows:

1. I am an attorney admitted to practice before this Court and a member of the law firm Robbins Geller Rudman & Dowd LLP, court-appointed Lead Counsel in the above-entitled action. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto. I submit this declaration, together with the attached exhibits, in support of Lead Plaintiffs Delaware County Employees Retirement System and Bucks County Employees' Retirement System's (the "Plaintiffs") (1) Opposition to Defendants' Request for Judicial Notice; and (2) Opposition to Defendants' Motion to Dismiss the Consolidated Class Action Complaint.

2. The exhibits attached to this declaration were directly cited in Plaintiffs' Consolidated Class Action Complaint and are integral to Plaintiffs' claims. *See In re Burlington Coat Factory Sec. Litig.*, 114 F.3d 1410, 1426 (3d Cir. 1997); *In re Horsehead Holding Corp. Sec. Litig.*, No. 16-292-LPS-CJB, 2018 WL 4838234, at *9 (D. Del. Oct. 4, 2018), *adopted by* No. 16-292-LPS-CJB, 2019 WL 1409454 (D. Del. Mar. 28, 2019).

3. Attached are true and correct copies of the following exhibits:

Exhibit 1: AdaptHealth SEC Form 424(b)(5) Prospectus Supplement (January 4, 2021);¹

Exhibit 2: AdaptHealth 2019 SEC Form 10-K (March 6, 2020);²

Exhibit 3: *Eine Bank hofft auf einen Neuanfang* [One bank hopes for a fresh start] (Sept. 25, 2019) (Certified Translation, Linguistic Systems, Inc., certified November 19, 2021);

Exhibit 4: *Præsidenternes pengemand har tætforbindelse til tiltalte i danmarkshistoriens største svindelsag* [Moneyman to the presidents has close ties to the accused in the largest fraud case in Danish

¹ Excerpts of this document are provided as Exhibit 1. Defendants cite to this document as Exhibit 52, but their excerpted version of the document did not include the language cited by Plaintiffs.

² Excerpts of this document are provided as Exhibit 2. Defendants cite to this document as Exhibit 1, but their excerpted version of the document did not include the language cited by Plaintiffs.

history] (Oct. 25, 2021) (Certified Translation, Linguistic Systems, Inc., certified November 19, 2021);

Exhibit 5: AdaptHealth's 2020 SEC Form 10-K (March 16, 2021);³

Exhibit 6: AdaptHealth Q2 2020 SEC Form 10-Q (August 6, 2020);⁴

Exhibit 7: AdaptHealth Q3 2020 SEC Form 10-Q (November 6, 2020);⁵

Exhibit 8: AdaptHealth Q1 2021 SEC Form 10-Q (May 10, 2021);⁶

Exhibit 9: AdaptHealth Q2 2021 SEC Form 10-Q (August 6, 2021); and

Exhibit 10: AdaptHealth Q4 2019 Earnings Call Transcript (February 25, 2020).⁷

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 21st day of March 2022, at San Diego, California.

s/ DOUGLAS R. BRITTON

DOUGLAS R. BRITTON

³ Excerpts of this document are provided as Exhibit 5.

⁴ Excerpts of this document are provided as Exhibit 6. Defendants cite to this document as Exhibit 4, but their excerpted version of the document did not include the language cited by Plaintiffs.

⁵ Excerpts of this document are provided as Exhibit 7. Defendants cite to this document as Exhibit 5, but their excerpted version of the document did not include the language cited by Plaintiffs.

⁶ Excerpts of this document are provided as Exhibit 8. Defendants cite to this document as Exhibit 41, but their excerpted version of the document did not include the language cited by Plaintiffs.

⁷ Excerpts of this document are provided as Exhibit 10. Defendants cite to this document as Exhibit 30, but their excerpted version of the document did not include the language cited by Plaintiffs.